



Joseph Transportation Services, Inc.
a subsidiary of Joseph Transportation

RECORDATION NO. 23836 FILED

JAN 18 '02

10-23 AM

SURFACE TRANSPORTATION BOARD



16, January 2002

Ms. Taledia Stokes
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Dear Ms. Stokes:

Please find enclosed, one (1) original and one (1) copy of the Memorandum of Railroad Equipment Lease Agreement dated as of December 18, 2001 between the following parties:

Lessee: Dana Corporation
750 Dana Drive
Elizabethtown, KY 42702-5067

Lessor: Joseph Transportation Services, Inc.
300 Pike Street
Cincinnati, OH 45202

Please see Exhibit A attached hereto for the equipment, (1) locomotive, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Lease Agreement dated December 18, 2001 related to one (1) locomotive bearing reporting mark JTPX 902.

Please file this agreement as a primary document. A check in the amount of \$28.00, check #17929, is included for the filing fees for this document. Please return the original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 929-4500, ext. 4137.

Sincerely,

Joseph Transportation Services, Inc.
(formerly DJJ Transportation Services, Inc.)

Barb Brzezicki
Documentation Assistant

Enclosures

RECORDATION NO. 23836 FILED

JAN 18 '02 11:23 AM

MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT
SURFACE TRANSPORTATION BOARD

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 18th day of December, 2001, is intended to evidence the lease dated as of December 18, 2001 (the "Lease"), between **JOSEPH TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **DANA CORPORATION**, a Virginia corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the one (1) locomotive described in Exhibit A attached hereto (the "Locomotive"). Lessee is renting from Lessor the Locomotive at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

JOSEPH TRANSPORTATION SERVICES, INC.

DANA CORPORATION

By: Paul G. Jantsch

By: Joe Miele

Name: Paul G. Jantsch

Name: Joe Miele

Title: President

Title: Purchasing Coordinator

Date: December 18, 2001

Date: 12-21-01

STATE OF OHIO)
)
COUNTY OF HAMILTON)


SS:

The foregoing instrument was acknowledged before me this 18th day of December, 2001, by Paul G. Jantsch, the President of Joseph Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

My Commission expires:

February 20, 2006

Barbara A. Brzezicki
Notary Public



BARBARA A. BRZEZICKI
Notary Public, State of Ohio
My Commission Expires
February 20, 2006

STATE OF Kentucky)
)
COUNTY OF HARDIN)

SS:

The foregoing instrument was acknowledged before me this 21 day of December, 2001, by Joe Miele, the Purchasing Coordinator of Dana Corporation, a Virginia corporation, on behalf of the corporation.

Mary S. Biss
Notary Public

My Commission expires:

3/3/05

EXHIBIT A

To the Memorandum of Lease dated December 18, 2001 between JOSEPH
TRANSPORTATION SERVICES, INC. and DANA CORPORATION

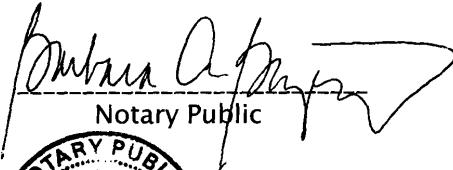
DESCRIPTION OF UNITS

One (1) locomotive bearing the reporting mark as follows:

JTPX 902

CERTIFICATE

The undersigned, Barbara A. Brzezicki, notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.


Notary Public



BARBARA A. BRZEZICKI
Notary Public, State of Ohio
My Commission Expires
February 20, 2006